

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue • Tallahassee, Florida 32303

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1.) Future Leaders Scholarship Foundation, Inc
(CORPORATE NAME & DOCUMENT #)

2.) _____
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T. SMITH APR 10 2000

ARTICLES OF INCORPORATION

OF

FUTURE LEADERS SCHOLARSHIP FOUNDATION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles on Incorporation:

ARTICLE I - NAME

The name of this corporation shall be FUTURE LEADERS SCHOLARSHIP FOUNDATION, INC. and its principal place of business shall be located at 27 E. Hibiscus Boulevard Suite A, Melbourne, Florida 32901, with a mailing address of 27 E. Hibiscus Boulevard, Suite A, Melbourne, Florida 32901.

ARTICLE II - TERM

This corporation shall commence existence on April 13, 2000 and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purposes for which this Corporation is organized are exclusively charitable, religious, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

A. To receive contributions and make distributions in support of furthering the education of qualified individual recipients as the Board of Directors may from time to time determine;

B. To receive contributions and make distributions to qualified exempt organizations under Section 501(c)(3) of the Code and exempt from taxation under Section 501(a) of the Code as the Board of Directors may from time to time determine; and

C. The exercise of all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law.

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ARTICLE IV - NO MEMBERS

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this corporation is 27 E. Hibiscus Boulevard, Suite A, Melbourne, Florida 32901 and the name of the registered agent of this corporation at that address is Lisa Matheos-Friese.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of not less than three (3) nor more than twelve (12) directors. The manner in which the directors are to be elected or appointed and the number of directors of the Corporation shall be specified, from time to time, by the Bylaws. The names and street addresses of the initial directors of this Corporation are:

Lisa Matheos-Friese	27 E. Hibiscus Boulevard, Suite A Melbourne, Florida 32901
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Christian Friese	27 E. Hibiscus Boulevard, Suite A Melbourne, Florida 32901
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Tim Sheehan	27 E. Hibiscus Boulevard, Suite A Melbourne, Florida 32901
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Rene Sheehan	27 E. Hibiscus Boulevard, Suite A Melbourne, Florida 32901
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ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Lisa Matheos-Friese	27 E. Hibiscus Boulevard, Suite A Melbourne, Florida 32901
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ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X - RESTRICTIONS AND INTERPRETATION

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or related persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) (the "Code") or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Code as now in force or hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax-exempt status of the corporation.

ARTICLE XI - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the corporation to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 13th day of April, 2000.

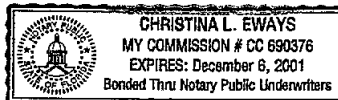
Lisa Matheos-Friese
Lisa Matheos-Friese, Incorporator

**STATE OF FLORIDA
COUNTY OF BREVARD**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared Lisa Matheos-Friese, (X) to me known or () who produced _____ as identification, and did take an oath to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of April, 2000.

Christina L. Eways
NOTARY PUBLIC
Print Name _____
My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

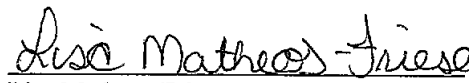
In compliance with Section 617.0501 and 607.0505, Florida Statutes, the following is submitted:

FUTURE LEADERS SCHOLARSHIP FOUNDATION, INC. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 27 E. Hibiscus Boulevard, Suite A, Melbourne, Florida 32901 has named and designated: LISA MATHEOS-FRIESE, with its registered office located at 27 E. Hibiscus Boulevard, Suite A, Melbourne, Florida 32901 as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named as a Registered Agent for FUTURE LEADERS SCHOLARSHIP FOUNDATION, INC. (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 13th day of April, 2000.



Lisa Matheos-Friese
Registered Agent

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